

**EXHIBIT 75 TO DECLARATION
OF MICHAEL BARNETT**

ZEICHNER ELLMAN & KRAUSE LLP

575 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022

(212) 223-0400

FAX: (212) 753-0396

www.zeklaw.com

35 MASON STREET
GREENWICH, CT 06830
(203) 622-0900
FAX: (203) 862-9889

103 EISENHOWER PARKWAY
ROSELAND, NJ 07068
(973) 618-9100
FAX: (973) 364-9960

DIRECT DIAL
(212) 826-5355
krudd@zeklaw.com

November 30, 2012

BY EMAIL

Bryan Reyhani
Reyhani Nemirovsky LLP
200 Park Avenue, 17th Floor
New York, NY 10166
Email: bryan@rnlawfirm.com

**Universitas Education, LLC (Judgment Creditor) v. Nova Group, as trustee,
sponsor and fiduciary of Charter Oak Trust (Judgment Debtor)
Subpoena to TD Bank dated September 24, 2012**

Dear Bryan:

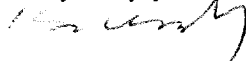
Reference is made to the subpoena you served on TD Bank, N.A. dated September 24, 2012, TD Bank's Response and Objection thereto dated October 22, 2012 (the "Objections"), and the Order of Magistrate Judge Pitman dated November 21, 2012.

Subject to TD Bank's Objections, enclosed are documents Bates-stamped TD-Universitas0086-0109.

This production is made without in any way waiving or intending to waive but, to the contrary, intending to reserve and reserving: (i) all questions as to competency, relevancy, materiality, privilege and admissibility as evidence for any purpose in any subsequent proceeding in, or the trial of this action, of any response or its subject matter; (ii) the right to object to the use of any response, or its subject matter, in any subsequent proceeding in, or the trial of this action on any ground; (iii) the right to object on any ground at any time to a demand for further responses to these or other requests or to other discovery procedures involving or relating to the subject matter of the requests answered; and (iv) the right to revise, correct, add to or clarify any of the responses propounded herein.

Please feel free to contact me if you have any questions. Thank you very much for your courtesy and cooperation.

Very truly yours,



Kenneth C. Rudd

Attachments

(Page 1 of 1)



NEW NON-PERSONAL ACCOUNT

REGION: TD Banknorth CT Mid-Atl DATE OPENED: 05/20/2009
 ACCOUNT #: 4242774671 TYPE OF ACCOUNT: IM Business Convenience Checking
 TAX ID #: 204006871 TYPE CODE: 720 CATEGORY: Non-Personal Checking
 BRANCH #: 507 BANK REPRESENTATIVE: Carolyn M Starr

Account Officer Information (Complete only if an officer will be assigned to this account)

Officer Number: _____ Officer Name: _____ Telephone: _____

BUSINESS NAME/ADDRESS: _____ TIN: _____
PHOENIX CAPITAL MANAGEMENT LLC 204006871 BUSINESS PHONE: (860) 428-7000
100 GRIST MILL ROAD

SIMSBURY, CT USA 06070

eFunds Verification: _____ If Existing Customer, Enter the RM Number: 0000015581462

Account Relationship: Corporation or LLC-2 Signers

Additional Account Verification:

☒ Business/Entity Documentation: Certified Formation Docs & Resolution/Consent
☐ Previous Bank: _____ ☐ Visual Inspection of Business
 (Enter Name of Previous Bank)

IMPORTANT INFORMATION

Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account.

The undersigned acknowledge(s) receipt of the Deposit Account Agreement and Fee Schedule which govern my/our accounts with the Bank. My/our use of this account shall evidence my/our acceptance of the terms and conditions as set forth in the Deposit Account Agreement and Fee Schedule as the same may be amended from time to time.

The undersigned, both individually and on behalf of the account owner, if different, hereby authorize(s) the Bank to, from time to time, request consumer reports containing references about me/us from third parties, such as a consumer reporting agency, in connection with opening and maintaining this account. If you (the Bank) are unable to open a deposit account, you will provide me/us with an additional notice containing data regarding the consumer reporting agency.

I/We acknowledge and understand that TD Banknorth and TD Bank are trade names of TD Bank, N.A. I/We further acknowledge and understand that for FDIC insurance purposes, my/our deposits are not separately insured from any other deposits I/we may have at TD Banknorth and/or TD Bank.

This section does not apply to U.S. non-resident aliens. Under penalty of perjury, the undersigned certify(ies) that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident, alien).

Certification Instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return or for any other reason. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

X	<u>Daniel E Carpenter</u> Signature	DANIEL E CARPENTER Print Name	<u>05/25/1954</u> Date of Birth	<u>048524417</u> SSN	eFunds Verification
	Date Signed: <u>5/21/09</u>		If Existing Personal Customer, Enter the RM Number: <u>0000014558664</u>		
X	<u>Amanda Rossi</u> Signature	AMANDA ROSSI Print Name	<u>11/07/1990</u> Date of Birth	<u>040801423</u> SSN	eFunds Verification
	Date Signed: <u>5/21/09</u>		If Existing Personal Customer, Enter the RM Number: <u>0000015447084</u>		
X	_____ Signature	_____ Print Name	_____ Date of Birth	_____ SSN	eFunds Verification
	Date Signed: _____		If Existing Personal Customer, Enter the RM Number: _____		
X	_____ Signature	_____ Print Name	_____ Date of Birth	_____ SSN	eFunds Verification
	Date Signed: _____		If Existing Personal Customer, Enter the RM Number: _____		

For Deposit Operations Use Only

SIC: _____ Entered By: _____

(Page 2 of 5)



Banknorth

LIMITED LIABILITY COMPANY BANKING RESOLUTION (For Deposit Accounts)

Account Holder: PHOENIX CAPITAL MANAGEMENT LLC 100 GRIST MILL ROAD SIMSBURY, CT 06070 Account No. 4242774671	Financial Institution: TD Bank, N.A. Drake Mill Mall, 714 Hopmeadow St Simsbury, CT 06070 State / Commonwealth: CT
------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------

In consideration of the existing or proposed banking relationship between PHOENIX CAPITAL MANAGEMENT LLC a Limited Liability Company (the "Company") and TD Bank, N.A., the persons signing below jointly and severally and on behalf of the Company do hereby certify that and agree as follows:

PHOENIX CAPITAL MANAGEMENT LLC is the complete and correct name of the Account Holder.

Managers, Members and Authorized Signers: We further certify that the following is a complete list of the names of all managers, members and authorized signers of the Company. We agree to notify the Financial Institution of any change in the Company, including the adding of new members and leaving of current members from the Company, before the change takes effect.

Title	Name	Signature
Chairman Managing Member	DANIEL E CARPENTER	<i>Daniel E Carpenter</i>
Secretary	AMANDA ROSSI	<i>Amanda Rossi</i>

Assumed Business Names: Excluding the name of the Company, the following is a complete list of all assumed business names under which the Company does business:

Assumed Business Name #1: _____

Assumed Business Name #2: _____

We further certify that at a meeting of the members of the Company (or by other duly authorized Company action in lieu of a meeting, duly called and held on 5/21/09, at which a quorum was present and voting, the following resolutions were adopted:

Be It Resolved, that TD Bank, N.A., at any one or more of its branches, be and it hereby is designated as the Financial Institution of and depository for the funds of this Company, which may be withdrawn on checks, drafts, advices of debit, notes or other orders for the payment of money;

Be It Further Resolved, that any one (1) of the Authorized signers ("Agents") listed above may enter into any such agreements and perform such other acts as they deem reasonably necessary in furtherance of the Company's Banking Relationship with the Financial Institution, and those agreements will bind the Company, and acting for an on behalf of the Company and as its act and deed be, and they hereby are, authorized and empowered;

(Page 3 of 5)

Execute Documents: To execute and deliver to Financial institution the form of Limited Liability Company Banking Resolution and other account opening documents submitted by Financial Institution, confirming the nature and existence of Account Holder and evidencing the terms of the agreement between Financial Institution and Account Holder.

Agent's Authority: Any one of such Agents is authorized to endorse all checks, drafts, notes and other items payable to or owned by this Company for deposit with the Financial Institution, or for collection or discount by the Financial Institution; and to accept draft and other items payable at the Financial Institution. The Financial Institution is hereby directed to accept and pay without further inquiry any item drawn against any of the Company's accounts with the Financial Institution bearing the signature of any one of the Agents, as authorized above or otherwise, even though drawn or endorsed to the order of Any Agent signing or tendered by such Agent for cashing or in payment of the individual obligation of such Agent or for deposit to the Agent's personal account, and the Financial Institution shall not be required or be under any obligation to inquire as to the circumstances of the issue or use of any item signed in accordance with the resolutions contained herein, or the application or disposition of such item or the proceeds of the item.

Further Acts: The above-named Agents are authorized and empowered to execute such other agreements, including, but not limited to, special depository agreements and arrangements regarding the manner, conditions or purposes for which funds, checks or items of Account Holder may be deposited, collected or withdrawn and to perform such other acts as they deem reasonably necessary to carry out the provisions of this resolutions:

Be It Further Resolved, that the authority hereby conferred upon the above-named Agents shall be and remain in full force and effect until written notice of any amendment or revocation thereof shall have been delivered and received by the Financial Institution at each location where an account is maintained. Financial Institution shall be indemnified and held harmless by the Company from any loss suffered or any liability incurred by it in continuing to act in accordance with this resolution. Any such notice shall not affect any items in process at the time notice given.

We Further Certify that the authorized signers name above are duly elected, appointed or employed by or for the Company, as the case may be, and occupy the positions set opposite their respective names; that the foregoing resolutions now stand of record on the books of the Company; and that the resolutions are in full force and effect and have not been modified or revoked in any manner whatsoever.

We have each read all of the provisions of this Limited Liability Company Resolution; and we each jointly and severally and on behalf of the Company certify and agree to its terms:

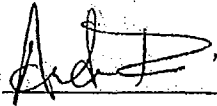
This Agreement is dated: 05/20/2009

Account Holder: PHOENIX CAPITAL MANAGEMENT LLC

By: _____

By: 

By: _____

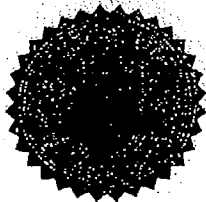
By: 

Delaware

PAGE 1

The First State.

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "PHOENIX CAPITAL MANAGEMENT GROUP, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2005, AT 1 O'CLOCK P.M.



4086984 8100

051076651

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4417328

DATE: 01-03-06

(Page 5 of 5)

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:01 PM 12/30/2005
FILED 01:00 PM 12/30/2005
SRV 051076651 - 4086984 FILE

CERTIFICATE OF FORMATION
OF
LIMITED LIABILITY COMPANY

FIRST. The name of the limited liability company is PHOENIX CAPITAL MANAGEMENT GROUP, LLC.

SECOND. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808. The name of its registered agent at such address is The Company Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation of PHOENIX CAPITAL MANAGEMENT GROUP, LLC this 30th day of December, 2005.

NAME: 

Keith R. Jones
Authorized Person

(Page 1 of 1)



NEW NON-PERSONAL ACCOUNT

REGION: TD Banknorth CT Mid-Alt DATE OPENED: 05/20/2009

ACCOUNT #: 4242617138 TYPE OF ACCOUNT: IM Business Convenience Checking

TAX ID #: 200688307 TYPE CODE: 720 CATEGORY: Non-Personal Checking

BRANCH #: 507 BANK REPRESENTATIVE: Carolyn M Starr

Account Officer Information (Complete only if an officer will be assigned to this account)

Officer Number: _____ Officer Name: _____ Telephone: _____

BUSINESS NAME/ADDRESS: _____ TIN: _____

GRIST MILL HOLDINGS LLC 200688307 BUSINESS PHONE: (860) 408-7000

100 GRIST MILL ROAD

SIMSBURY, CT USA 06070

eFunds Verification: _____ If Existing Customer, Enter the RM Number: 00000015681500

Account Relationship: Corporation or LLC-2 Signers

Additional Account Verification:

☒ Business/Entity Documentation: Certified Formation Docs & Resolution/Consent

☐ Previous Bank: _____ ☐ Visual Inspection of Business

(Enter Name of Previous Bank)

IMPORTANT INFORMATION

Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account.

The undersigned acknowledge(s) receipt of the Deposit Account Agreement and Fee Schedule which govern my/our accounts with the Bank. My/our use of this account shall evidence my/our acceptance of the terms and conditions as set forth in the Deposit Account Agreement and Fee Schedule as the same may be amended from time to time.

The undersigned, both individually and on behalf of the account owner, if different, hereby authorize(s) the Bank to, from time to time, request consumer reports containing references about me/us from third parties, such as a consumer reporting agency, in connection with opening and maintaining this account. If you (the Bank) are unable to open a deposit account, you will provide me/us with an additional notice containing data regarding the consumer reporting agency.

I/We acknowledge and understand that TD Banknorth and TD Bank are trade names of TD Bank, N.A. I/We further acknowledge and understand that for FDIC insurance purposes, my/our deposits are not separately insured from any other deposits I/we may have at TD Banknorth and/or TD Bank.

This section does not apply to U.S. non-resident aliens. Under penalty of perjury, the undersigned certify(ies) that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident, alien).

Certification Instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return or for any other reason. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

X Daniel E Carpenter DANIEL E CARPENTER 05/25/1954 048524417
 Signature Date Signed: 5-21-09 If Existing Personal Customer, Enter the RM Number: 0000001455084

X AMANDA ROSSI AMANDA ROSSI 11/07/1980 040801423
 Signature Date Signed: 05/21/09 If Existing Personal Customer, Enter the RM Number: 00000015447084

X _____
 Signature Date Signed: _____ If Existing Personal Customer, Enter the RM Number: _____

X _____
 Signature Date Signed: _____ If Existing Personal Customer, Enter the RM Number: _____

For Deposit Operations Use Only

SIC: _____ Entered By: _____

(Page 2 of 5)



Banknorth

LIMITED LIABILITY COMPANY BANKING RESOLUTION (For Deposit Accounts)

Account Holder: GRIST MILL HOLDINGS LLC 100 GRIST MILL ROAD SIMSBURY, CT 06070 Account No. 4242617136	Financial Institution: TD Bank, N.A. Drake Mill Mall, 714 Hopmeadow St Simsbury, CT 06070 State / Commonwealth: CT
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In consideration of the existing or proposed banking relationship between GRIST MILL HOLDINGS LLC a Limited Liability Company (the "Company") and TD Bank, N.A., the persons signing below jointly and severally and on behalf of the Company do hereby certify that and agree as follows:

GRIST MILL HOLDINGS LLC is the complete and correct name of the Account Holder.

Managers, Members and Authorized Signers: We further certify that the following is a complete list of the names of all managers, members and authorized signers of the Company. We agree to notify the Financial Institution of any change in the Company, including the adding of new members and leaving of current members from the Company, before the change takes effect.

Title	Name	Signature
Chairman Managing Member	DANIEL E CARPENTER	<i>Daniel E Carpenter</i>
Secretary	AMANDA ROSSI	<i>Amanda Rossi</i>

Assumed Business Names: Excluding the name of the Company, the following is a complete list of all assumed business names under which the Company does business:

Assumed Business Name #1: _____

Assumed Business Name #2: _____

We further certify that at a meeting of the members of the Company (or by other duly authorized Company action in lieu of a meeting, duly called and held on 5/21/09, at which a quorum was present and voting, the following resolutions were adopted:

Be It Resolved, that TD Bank, N.A., at any one or more of its branches, be and it hereby is designated as the Financial Institution of and depository for the funds of this Company, which may be withdrawn on checks, drafts, advices of debit, notes or other orders for the payment of money;

Be It Further Resolved, that any one (1) of the Authorized signers ("Agents") listed above may enter into any such agreements and perform such other acts as they deem reasonably necessary in furtherance of the Company's Banking Relationship with the Financial Institution, and those agreements will bind the Company, and acting for and on behalf of the Company and as its act and deed be, and they hereby are, authorized and empowered;

(Page 3 of 5)

Execute Documents: To execute and deliver to Financial institution the form of Limited Liability Company Banking Resolution and other account opening documents submitted by Financial Institution, confirming the nature and existence of Account Holder and evidencing the terms of the agreement between Financial Institution and Account Holder.

Agent's Authority: Any one of such Agents is authorized to endorse all checks, drafts, notes and other items payable to or owned by this Company for deposit with the Financial Institution, or for collection or discount by the Financial Institution; and to accept draft and other items payable at the Financial Institution. The Financial Institution is hereby directed to accept and pay without further inquiry any item drawn against any of the Company's accounts with the Financial Institution bearing the signature of any one of the Agents, as authorized above or otherwise, even though drawn or endorsed to the order of Any Agent signing or tendered by such Agent for cashing or in payment of the individual obligation of such Agent or for deposit to the Agent's personal account, and the Financial Institution shall not be required or be under any obligation to inquire as to the circumstances of the issue or use of any item signed in accordance with the resolutions contained herein, or the application or disposition of such item or the proceeds of the item.

Further Acts: The above-named Agents are authorized and empowered to execute such other agreements, including, but not limited to, special depository agreements and arrangements regarding the manner, conditions or purposes for which funds, checks or items of Account Holder may be deposited, collected or withdrawn and to perform such other acts as they deem reasonably necessary to carry out the provisions of this resolutions.

Be It Further Resolved, that the authority hereby conferred upon the above-named Agents shall be and remain in full force and effect until written notice of any amendment or revocation thereof shall have been delivered and received by the Financial Institution at each location where an account is maintained. Financial Institution shall be indemnified and held harmless by the Company from any loss suffered or any liability incurred by it in continuing to act in accordance with this resolution. Any such notice shall not affect any items in process at the time notice given.

We Further Certify that the authorized signers name above are duly elected, appointed or employed by or for the Company, as the case may be, and occupy the positions set opposite their respective names; that the foregoing resolutions now stand of record on the books of the Company; and that the resolutions are in full force and effect and have not been modified or revoked in any manner whatsoever.

We have each read all of the provisions of this Limited Liability Company Resolution, and we each jointly and severally and on behalf of the Company certify and agree to its terms.


This Agreement is dated: 05/20/2009

Account Holder: GRIST MILL HOLDINGS LLC

By: _____

By: 

By: _____

By: 

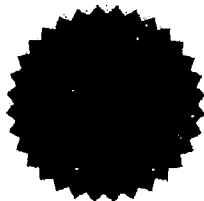
(Page 4 of 5)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "GRIST MILL HOLDINGS, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JANUARY, A.D. 2003, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3615870 8100

AUTHENTICATION: 2218154

030036439

DATE: 01-22-03

(Page 5 of 5)

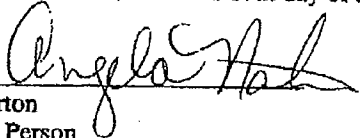
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/17/2003
030036439 - 3615870

CERTIFICATE OF FORMATION
OF
LIMITED LIABILITY COMPANY

FIRST. The name of the limited liability company is GRIST MILL HOLDINGS, LLC

SECOND. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington. The name of its Registered Agent at such address is THE COMPANY CORPORATION.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation of GRIST MILL HOLDINGS, LLC this 17th day of January 2003.

NAME: 
Angela Norton
Authorized Person

(Page 1 of 1)



NEW NON-PERSONAL ACCOUNT

REGION: TD Banknorth CT Mid-Atl DATE OPENED: 05/20/2009

ACCOUNT #: 4242774655 TYPE OF ACCOUNT: IM Business Convenience Checking

TAX ID #: 262386232 TYPE CODE: 720 CATEGORY: Non-Personal Checking

BRANCH #: 507 BANK REPRESENTATIVE: Carolyn M Starr

Account Officer Information (Complete only if an officer will be assigned to this account)

Officer Number: _____ Officer Name: _____ Telephone: _____

BUSINESS NAME/ADDRESS: _____ TIN: _____

GRIST MILL CAPITAL LLC 262386232 BUSINESS PHONE: (880) 408-7000

100 GRIST MILL ROAD

SIMSBURY, CT USA 06070

eFunds Verification: _____ If Existing Customer, Enter the RM Number: 0000015681360

Account Relationship: Corporation or LLC-2 Signers

Additional Account Verification:

☒ Business/Entity Documentation: State Website Report & Resolution/Consent

☐ Previous Bank: _____ ☐ Visual Inspection of Business

(Enter Name of Previous Bank)

IMPORTANT INFORMATION

Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account.

The undersigned acknowledge(s) receipt of the Deposit Account Agreement and Fee Schedule which govern my/our accounts with the Bank. My/our use of this account shall evidence my/our acceptance of the terms and conditions as set forth in the Deposit Account Agreement and Fee Schedule as the same may be amended from time to time.

The undersigned, both individually and on behalf of the account owner, if different, hereby authorize(s) the Bank to, from time to time, request consumer reports containing references about me/us from third parties, such as a consumer reporting agency, in connection with opening and maintaining this account. If you (the Bank) are unable to open a deposit account, you will provide me/us with an additional notice containing data regarding the consumer reporting agency.

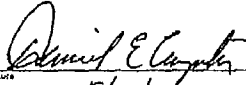
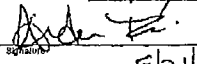
I/We acknowledge and understand that TD Banknorth and TD Bank are trade names of TD Bank, N.A. I/We further acknowledge and understand that for FDIC insurance purposes, my/our deposits are not separately insured from any other deposits I/we may have at TD Banknorth and/or TD Bank.

This section does not apply to U.S. non-resident aliens. Under penalty of perjury, the undersigned certify(ies) that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident, alien).

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The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

X		DANIEL E CARPENTER	05/25/1954	048524417	eFunds Verification
	Date Signed: <u>5/21/09</u>				If Existing Personal Customer, Enter the RM Number: <u>000001466864</u>
X		AMANDA ROSSI	11/07/1980	040801423	eFunds Verification
	Date Signed: <u>5/21/09</u>				If Existing Personal Customer, Enter the RM Number: <u>0000015447084</u>
X	_____ Signature	_____ Print Name	_____ Date of Birth	_____ SSN	eFunds Verification
	Date Signed: _____				If Existing Personal Customer, Enter the RM Number: _____
X	_____ Signature	_____ Print Name	_____ Date of Birth	_____ SSN	eFunds Verification
	Date Signed: _____				If Existing Personal Customer, Enter the RM Number: _____

For Deposit Operations Use Only

SLD: _____ Entered By: _____

(Page 2 of 5)



Banknorth

LIMITED LIABILITY COMPANY BANKING RESOLUTION (For Deposit Accounts)

Account Holder: GRIST MILL CAPITAL LLC 100 GRIST MILL ROAD SIMSBURY, CT 06070 Account No. 4242774655	Financial Institution: TD Bank, N.A. Drake Mill Mall, 714 Hopmeadow St Simsbury, CT 06070 State / Commonwealth: CT
----------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------

In consideration of the existing or proposed banking relationship between GRIST MILL CAPITAL LLC a Limited Liability Company (the "Company") and TD Bank, N.A., the persons signing below jointly and severally and on behalf of the Company do hereby certify that and agree as follows:

GRIST MILL CAPITAL LLC is the complete and correct name of the Account Holder.

Managers, Members and Authorized Signers: We further certify that the following is a complete list of the names of all managers, members and authorized signers of the Company. We agree to notify the Financial Institution of any change in the Company, including the adding of new members and leaving of current members from the Company, before the change takes effect.

Title	Name	Signature
Chairman of Managing member	DANIEL E CARPENTER	<i>Daniel E Carpenter</i>
Secretary	AMANDA ROSSI	<i>Amanda Rossi</i>

Assumed Business Names: Excluding the name of the Company, the following is a complete list of all assumed business names under which the Company does business:

Assumed Business Name #1: _____

Assumed Business Name #2: _____

We further certify that at a meeting of the members of the Company (or by other duly authorized Company action in lieu of a meeting, duly called and held on 5/21/09, at which a quorum was present and voting, the following resolutions were adopted:

Be It Resolved, that TD Bank, N.A., at any one or more of its branches, be and it hereby is designated as the Financial Institution of and depository for the funds of this Company, which may be withdrawn on checks, drafts, advices of debit, notes or other orders for the payment of money;

Be It Further Resolved, that any one (1) of the Authorized signers ("Agents") listed above may enter into any such agreements and perform such other acts as they deem reasonably necessary in furtherance of the Company's Banking Relationship with the Financial Institution, and those agreements will bind the Company, and acting for an on behalf of the Company and as its act and deed be, and they hereby are, authorized and empowered;

(Page 3 of 5)

Execute Documents: To execute and deliver to Financial institution the form of Limited Liability Company Banking Resolution and other account opening documents submitted by Financial Institution, confirming the nature and existence of Account Holder and evidencing the terms of the agreement between Financial Institution and Account Holder.

Agent's Authority: Any one of such Agents is authorized to endorse all checks, drafts, notes and other items payable to or owned by this Company for deposit with the Financial Institution, or for collection or discount by the Financial Institution; and to accept draft and other items payable at the Financial Institution. The Financial Institution is hereby directed to accept and pay without further inquiry any item drawn against any of the Company's accounts with the Financial Institution bearing the signature of any one of the Agents, as authorized above or otherwise, even though drawn or endorsed to the order of Any Agent signing or tendered by such Agent for cashing or in payment of the individual obligation of such Agent or for deposit to the Agent's personal account, and the Financial Institution shall not be required or be under any obligation to inquire as to the circumstances of the issue or use of any item signed in accordance with the resolutions contained herein, or the application or disposition of such item or the proceeds of the item.

Further Acts: The above-named Agents are authorized and empowered to execute such other agreements, including, but not limited to, special depository agreements and arrangements regarding the manner, conditions or purposes for which funds, checks or items of Account Holder may be deposited, collected or withdrawn and to perform such other acts as they deem reasonably necessary to carry out the provisions of this resolutions.

Be It Further Resolved, that the authority hereby conferred upon the above-named Agents shall be and remain in full force and effect until written notice of any amendment or revocation thereof shall have been delivered and received by the Financial Institution at each location where an account is maintained. Financial Institution shall be indemnified and held harmless by the Company from any loss suffered or any liability incurred by it in continuing to act in accordance with this resolution. Any such notice shall not affect any items in process at the time notice given.

We Further Certify that the authorized signers name above are duly elected, appointed or employed by or for the Company, as the case may be, and occupy the positions set opposite their respective names; that the foregoing resolutions now stand of record on the books of the Company; and that the resolutions are in full force and effect and have not been modified or revoked in any manner whatsoever.

We have each read all of the provisions of this Limited Liability Company Resolution, and we each jointly and severally and on behalf of the Company certify and agree to its terms.

This Agreement is dated: 05/20/2009

Account Holder: GRIST MILL CAPITAL LLC

By: _____

By: 

By: _____

By: 

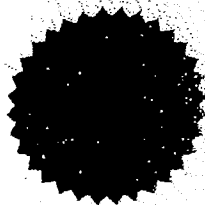
(Page 4 of 5)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "GRIST MILL CAPITAL, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JANUARY, A.D. 2003, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3615868 8100

030036432

AUTHENTICATION: 2218158

DATE: 01-22-03

(Page 5 of 5)

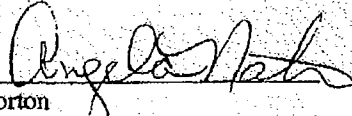
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/17/2003
030036432 - 3615868

CERTIFICATE OF FORMATION
OF
LIMITED LIABILITY COMPANY

FIRST. The name of the limited liability company is: GRIST MILL CAPITAL, LLC

SECOND. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington. The name of its Registered Agent at such address is THE COMPANY CORPORATION.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation of GRIST MILL CAPITAL, LLC this 17th day of January 2003,

NAME: 
Angela Norton
Authorized Person

(Page 1 of 1)



Banknorth

NEW NON-PERSONAL ACCOUNT

REGION: TD Banknorth CT Mid-Atl DATE OPENED: 05/20/2009
 ACCOUNT #: 4242774712 TYPE OF ACCOUNT: IM Business Convenience Checking
 TAX ID #: 810607868 TYPE CODE: 720 CATEGORY: Non-Personal Checking
 BRANCH #: 507 BANK REPRESENTATIVE: Carolyn M Starr

Account Officer Information (Complete only if an officer will be assigned to this account)

Officer Number: _____ Officer Name: _____ Telephone: _____

BUSINESS NAME/ADDRESS: _____ TIN: _____
 GRIST MILL CAPITAL LLC 810807868 BUSINESS PHONE: (860) 408-4000
 100 GRIST MILL ROAD

 SIMSBURY, CT USA 06070

eFunds Verification: _____ If Existing Customer, Enter the RM Number: 00000015681392

Account Relationship: Corporation or LLC-2 Signers

Additional Account Verification: State Website Report

☒ Business/Entity Documentation: Certificate of Good Standing & Resolution/Consent

☐ Previous Bank: _____ ☐ Visual Inspection of Business
 (Enter Name of Previous Bank)

IMPORTANT INFORMATION

Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account.

The undersigned acknowledge(s) receipt of the Deposit Account Agreement and Fee Schedule which govern my/our accounts with the Bank. My/our use of this account shall evidence my/our acceptance of the terms and conditions as set forth in the Deposit Account Agreement and Fee Schedule as the same may be amended from time to time.

The undersigned, both individually and on behalf of the account owner, if different, hereby authorize(s) the Bank to, from time to time, request consumer reports containing references about me/us from third parties, such as a consumer reporting agency, in connection with opening and maintaining this account. If you (the Bank) are unable to open a deposit account, you will provide me/us with an additional notice containing data regarding the consumer reporting agency.

I/We acknowledge and understand that TD Banknorth and TD Bank are trade names of TD Bank, N.A. I/We further acknowledge and understand that for FDIC insurance purposes, my/our deposits are not separately insured from any other deposits I/we may have at TD Banknorth and/or TD Bank.

This section does not apply to U.S. non-resident aliens. Under penalty of perjury, the undersigned certify(ies) that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident, alien).

Certification Instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return or for any other reason. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

X	<u>Daniel E Carpenter</u> Signature	DANIEL E CARPENTER Print Name	05/25/1954 Date of Birth	048524417 SSN	eFunds Verification
	Date Signed: <u>5/21/09</u>		If Existing Personal Customer, Enter the RM Number: <u>00000014556684</u>		
X	<u>Amanda Rossi</u> Signature	AMANDA ROSSI Print Name	11/07/1980 Date of Birth	040801423 SSN	eFunds Verification
	Date Signed: <u>5/21/09</u>		If Existing Personal Customer, Enter the RM Number: <u>00000015147084</u>		
X	_____ Signature	_____ Print Name	_____ Date of Birth	_____ SSN	eFunds Verification
	Date Signed: _____		If Existing Personal Customer, Enter the RM Number: _____		
X	_____ Signature	_____ Print Name	_____ Date of Birth	_____ SSN	eFunds Verification
	Date Signed: _____		If Existing Personal Customer, Enter the RM Number: _____		

For Deposit Operations Use Only

SIC: _____ Entered By: _____

(Page 2 of 4)

**Banknorth**

LIMITED LIABILITY COMPANY BANKING RESOLUTION (For Deposit Accounts)

Account Holder: GRIST MILL CAPITAL LLC 100 GRIST MILL ROAD SIMSBURY, CT 06070 Account No. 4242774712	Financial Institution: TD Bank, N.A. Drake Mill Mall, 714 Hopmeadow St Simsbury, CT 06070 State / Commonwealth: CT
----------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------

In consideration of the existing or proposed banking relationship between GRIST MILL CAPITAL LLC a Limited Liability Company (the "Company") and TD Bank, N.A., the persons signing below jointly and severally and on behalf of the Company do hereby certify that and agree as follows:

GRIST MILL CAPITAL LLC is the complete and correct name of the Account Holder.

Managers, Members and Authorized Signers: We further certify that the following is a complete list of the names of all managers, members and authorized signers of the Company. We agree to notify the Financial Institution of any change in the Company, including the adding of new members and leaving of current members from the Company, before the change takes effect.

Title	Name	Signature
Chairman Managing Member	DANIEL E CARPENTER	
Secretary	AMANDA ROSSI	

Assumed Business Names: Excluding the name of the Company, the following is a complete list of all assumed business names under which the Company does business:

Assumed Business Name #1: _____

Assumed Business Name #2: _____

We further certify that at a meeting of the members of the Company (or by other duly authorized Company action in lieu of a meeting, duly called and held on 5/21/09, at which a quorum was present and voting, the following resolutions were adopted:

Be It Resolved, that TD Bank, N.A., at any one or more of its branches, be and it hereby is designated as the Financial Institution of and depository for the funds of this Company, which may be withdrawn on checks, drafts, advices of debit, notes or other orders for the payment of money;

Be It Further Resolved, that any one (1) of the Authorized signers ("Agents") listed above may enter into any such agreements and perform such other acts as they deem reasonably necessary in furtherance of the Company's Banking Relationship with the Financial Institution, and those agreements will bind the Company, and acting for and on behalf of the Company and as its act and deed be, and they hereby are, authorized and empowered;

(Page 3 of 4)

Execute Documents: To execute and deliver to Financial institution the form of Limited Liability Company Banking Resolution and other account opening documents submitted by Financial Institution, confirming the nature and existence of Account Holder and evidencing the terms of the agreement between Financial Institution and Account Holder.

Agent's Authority: Any one of such Agents is authorized to endorse all checks, drafts, notes and other items payable to or owned by this Company for deposit with the Financial Institution, or for collection or discount by the Financial Institution; and to accept draft and other items payable at the Financial Institution. The Financial Institution is hereby directed to accept and pay without further inquiry any item drawn against any of the Company's accounts with the Financial Institution bearing the signature of any one of the Agents, as authorized above or otherwise, even though drawn or endorsed to the order of Any Agent signing or tendered by such Agent for cashing or in payment of the individual obligation of such Agent or for deposit to the Agent's personal account, and the Financial Institution shall not be required or be under any obligation to inquire as to the circumstances of the issue or use of any item signed in accordance with the resolutions contained herein, or the application or disposition of such item or the proceeds of the item.

Further Acts: The above-named Agents are authorized and empowered to execute such other agreements, including, but not limited to, special depository agreements and arrangements regarding the manner, conditions or purposes for which funds, checks or items of Account Holder may be deposited, collected or withdrawn and to perform such other acts as they deem reasonably necessary to carry out the provisions of this resolutions.

Be It Further Resolved, that the authority hereby conferred upon the above-named Agents shall be and remain in full force and effect until written notice of any amendment or revocation thereof shall have been delivered and received by the Financial Institution at each location where an account is maintained. Financial Institution shall be indemnified and held harmless by the Company from any loss suffered or any liability incurred by it in continuing to act in accordance with this resolution. Any such notice shall not affect any items in process at the time notice given.

We Further Certify that the authorized signers name above are duly elected, appointed or employed by or for the Company, as the case may be, and occupy the positions set opposite their respective names; that the foregoing resolutions now stand of record on the books of the Company; and that the resolutions are in full force and effect and have not been modified or revoked in any manner whatsoever.

We have each read all of the provisions of this Limited Liability Company Resolution, and we each jointly and severally and on behalf of the Company certify and agree to its terms.

This Agreement is dated: 05/20/2009

Account Holder: GRIST MILL CAPITAL LLC

By: _____

By: 

By: _____

By: 

(Page 4 of 4)

C.O.N.C.O.R.D.

Page 1 of 1

business inquiry**BUSINESS DETAILS:**

Business Name:	Business ID:	Business Address:
GRIST MILL CAPITAL, LLC	0879745	100 GRIST MILL ROAD, SIMSBURY, CT, 06070
Mailing Address:	Citizenship/State Inc:	Last Report Year:
NONE	Domestic/CT	
Business Type:	Business Status:	Date Inc./Register:
Domestic Limited Liability Company	Active	Nov 21, 2006

PRINCIPALS:

Name/Title:	Business Address:	Residence Address:
WAYNE H. BURSEY MANAGER	100 GRIST MILL ROAD, SIMSBURY, CT, 06070	100 GRIST MILL ROAD, SIMSBURY, CT, 06070

IMPORTANT: There are more principals for this business that are not shown here.

BUSINESS SUMMARY:

Agent Name:	Agent Business Address:	Agent Residence Address:
HALLORAN & SAGE LLP	ONE GOODWIN SQUARE, 225 ASYLUM STREET, HARTFORD, CT, 06103	NONE

[» View Name History](#)[» View Filing History](#)[» View Shares](#)

Account: 4242774712
Amount: 8,677,276.75
PostDate: 20050521
Tran_ID: 401120851
CheckNum: 0
DIN: 401120851
ReturnReasonDescription:
ECEItemSeqNum:

Account: 4242774712
Amount: 8,677,276.75
PostDate: 20090521
Tran_ID: 401120851
CheckNum: 0
DIN: 401120851
ReturnReasonDescription:
ECEItemSeqNum:

Account: 4242774548
Amount: 8,677,276.75
PostDate: 20090521
Tran_ID: 401120851
CheckNum: 0
DIN: 401120852
ReturnReasonDescription:
ECItemSeqNum:

Account: 4242774548
Amount: 6,677,276.75
PostDate: 20090521
Tran_ID: 401120851
CheckNum: 0
DIN: 401120852
ReturnReasonDescription:
ECEItemSeqNum:

Account: 4242776712
Amount: 2,186,596.00
PostDate: 20060626
Tran_ID: 401154920
CheckNum: 0
DIN: 401154920
ReturnReasonDescription:
ECCellsSeqNum:

Account: 4242774712
Amount: 2,186,566.00
PostDate: 20090526
TransID: 401154920
CheckNum: 0
DNV: 401154830
ReturnReasonDescription:
ECItemSet Num:

0023 4242774712
Slasbury
OR CT 0507

551051872000-12:35 DDA DEP V01
SMB RECEIPT
DATE RECEIVED

42,186,566.00

CHEMICAL NAME	QTY
TOTALS	42,186,566.00

2-015274-0001
 2-015274-0001
 0022 4242774548
 Simburu
 08 CT 8507
 42,186,566.00
 2-015274-0001
 2-015274-0001
 0022 4242774548
 Simburu
 08 CT 8507
 42,186,566.00

TD Bank

DATE Oct. 27, 2009

NAME Grigoriou Capital LLC (Delaware)

CHECKING ACCOUNT NUMBER 4242774712

TOTAL DEPOSIT \$ 19,800,000.00

POSTAL CODE 05240-1020

Account: 4242774712
 Amount: 19,800,000.00
 PostDate: 20091027
 Tran_ID: 401038132
 CheckNum: 0
 DIN: 401038132
 ReturnReasonDescription:
 ECEItemSeqNum:

TD Bank

DATE Oct. 27, 2009

NAME Grigoriou Capital LLC (Delaware)

CHECKING ACCOUNT NUMBER 4242774712

TOTAL DEPOSIT \$ 19,800,000.00

POSTAL CODE 05240-1020

Account: 4242774712
 Amount: 19,800,000.00
 PostDate: 20091027
 Tran_ID: 401038132
 CheckNum: 0
 DIN: 401038132
 ReturnReasonDescription:
 ECEItemSeqNum:

TD Bank

NAME Charter Oak Trust

DATE Oct. 27, 2009

AMOUNT Nineteen million eight hundred thousand dollars

CHECKING ACCOUNT NUMBER 4242774548

TOTAL AMOUNT \$ 19,800,000.00

POSTAL CODE 05240-1020

Account: 4242774548
 Amount: 19,800,000.00
 PostDate: 20091027
 Tran_ID: 401038132
 CheckNum: 0
 DIN: 401038133
 ReturnReasonDescription:
 ECEItemSeqNum:

TD Bank

NAME Charter Oak Trust

DATE Oct. 27, 2009

AMOUNT Nineteen million eight hundred thousand dollars

CHECKING ACCOUNT NUMBER 4242774548

TOTAL AMOUNT \$ 19,800,000.00

POSTAL CODE 05240-1020

Account: 4242774548
 Amount: 19,800,000.00
 PostDate: 20091027
 Tran_ID: 401038132
 CheckNum: 0
 DIN: 401038133
 ReturnReasonDescription:
 ECEItemSeqNum:



CHECKING DEPOSIT

CASH / CURRENCY

DATE NOV 12, 2009

TOTAL

CASH / CURRENCY

NAME Novel Group Inc

CASH / CURRENCY

ACCT # 4242774663

CASH / CURRENCY

\$ 1000000.00

AMOUNT

Account: 4242774663

Amount: 600,000.00

PostDate: 20091112

Trans ID: 401072210

CheckNum: 0

DIN: 401072210

ReturnReasonDescription:

EOLItemSeqNum:



CHECKING WITHDRAWAL

NAME Chapman Oak TrustDATE NOV 12, 2009

SIX HUNDRED THIRTY TWO THOUSAND DOLLARS AND NO CENTS

ACCT # 4242774548

\$ 1000000.00

AMOUNT

Account: 4242774548

Amount: 600,000.00

PostDate: 20091112

Trans ID: 401072210

CheckNum: 0

DIN: 401072211

ReturnReasonDescription:

EOLItemSeqNum:

CHECKS

RECORD OF CHECKS FOR DEPOSIT

DATE NOV 12, 2009NAME Commercial DepositACCT # 4242774663AMOUNT \$600,000.00

Account: 4242774663

Amount: 600,000.00

PostDate: 20091112

Trans ID: 401072210

CheckNum: 0

DIN: 401072210

ReturnReasonDescription:

EOLItemSeqNum:

DATE NOV 12, 2009NAME Commercial DepositACCT # 4242774548AMOUNT \$600,000.00

Account: 4242774548

Amount: 600,000.00

PostDate: 20091112

Trans ID: 401072210

CheckNum: 0

DIN: 401072211

ReturnReasonDescription:

EOLItemSeqNum:

TD Bank

CHECKING DEPOSIT

DATE 5/28/10 **TOTAL** 1694.009.55

NAME Wynn Group Inc. **TOTAL FROM OTHER SIDE** 55

ACCT # 4242774663 **LESS CASH IN** 55

\$ 1694.009.55

45240 10201

Account: 4242774663
 Amount: 1,694,009.55
 PostDate: 20100528
 Tran_ID: 402038665
 CheckNum: 0
 DIN: 402038665
 ReturnReasonDescription:
 ECEItemSeqNum:

TD Bank

CHECKING DEPOSIT

DATE 5/28/10 **TOTAL** 1694.009.55

NAME Wynn Group Inc. **TOTAL FROM OTHER SIDE** 55

ACCT # 4242774663 **LESS CASH IN** 55

\$ 1694.009.55

45240 10201

Account: 4242774663
 Amount: 1,694,009.55
 PostDate: 20100528
 Tran_ID: 402038665
 CheckNum: 0
 DIN: 402038665
 ReturnReasonDescription:
 ECEItemSeqNum:

TD Bank

CHECKING WITHDRAWAL

NAME Wynn Group Inc. DATE 5/28/10

ACCT # 4242774548 **TOTAL** 1694.009.55

\$ 1694.009.55

45240 10201

Account: 4242774548
 Amount: 1,694,009.55
 PostDate: 20100528
 Tran_ID: 402038665
 CheckNum: 0
 DIN: 402038665
 ReturnReasonDescription:
 ECEItemSeqNum:

TD Bank

CHECKING WITHDRAWAL

NAME Wynn Group Inc. DATE 5/28/10

ACCT # 4242774548 **TOTAL** 1694.009.55

\$ 1694.009.55

45240 10201

Account: 4242774548
 Amount: 1,694,009.55
 PostDate: 20100528
 Tran_ID: 402038665
 CheckNum: 0
 DIN: 402038665
 ReturnReasonDescription:
 ECEItemSeqNum: